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READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
306A-0589  
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Nationwide Long Distance Service, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 2000 Town Center			
(5) STREET ADDRESS LINE NO. 2 Suite 1900			
(6) CITY Southfield		(7) STATE MI	(8) ZIP CODE 48075
(9) DAYTIME TELEPHONE NUMBER (include area code) (800) 853-2179		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0014872105		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME			
(14) STREET ADDRESS LINE NO. 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY		(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0014872105		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

**Lance J.M. Steinhart, P.C.**  
Attorney At Law  
1720 Windward Concourse  
Suite 115  
Alpharetta, Georgia 30005

Also Admitted in New York  
and Maryland

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

February 3, 2010

**VIA OVERNIGHT DELIVERY**

Federal Communications Commission  
Wireline Competition Bureau  
P.O. Box 979091  
St. Louis, Missouri 63197-9000

Re: Joint Application for Approval of a Transfer of Control  
Nationwide Long Distance Service, Inc.

To Whom It May Concern:

Enclosed please find for filing an original and five (5) copies of Joint Application for Approval of a Transfer of Control for Nationwide Long Distance, Inc. pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214.

Also enclosed please find a copy of the submitted filing fee check in the amount of \$1,015.00, FCC Form 159 and coverletter submitted to US Bank, Government Lockbox for payment on February 3, 2010.

If you have any questions regarding the foregoing, please do not hesitate to call me.  
Thank you.

Respectfully submitted,

Lance J.M. Steinhart  
Attorney for Nationwide Long Distance Service, Inc.

Enclosures

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of )  
 )  
Nationwide Long Distance Service, Inc. )  
 )  
 )  
Application Pursuant to Section 214 of the )  
Communications Act of 1934, as amended, )  
and Sections 63.04 and 63.24 of the )  
Commission's Rules for Approval of the )  
Transfer of Control of a Company Holding )  
Domestic and International Section 214 Authority )

File No. ITC-T/C-2010\_\_\_\_\_  
WCB Docket No. 10-\_\_\_\_\_

**JOINT APPLICATION FOR APPROVAL OF A TRANSFER OF CONTROL**  
**STREAMLINED PROCESSING REQUESTED**

**I. INTRODUCTION**

**A. Summary of Transaction**

Andrea Hylen ("Transferee" or "Hylen") and Nationwide Long Distance Service, Inc. ("Transferor" or "NLDSI") (FCC Registration Number 0007033392) (collectively "Applicants"), by their undersigned attorney and pursuant to Section 214 of the Communications Act of 1934 (the "Act"), as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 and 63.24, hereby respectfully seek approval to transfer control of NLDSI to Hylen.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined international and domestic Section 214 transfer of control Application. Applicants provide below the information required by Section 63.24(e) of the Commission's Rules, 47 C.F.R. § 63.24(e). Exhibit A provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R.

§ 63.04(a)(6)-(12), in connection with the transfer of the domestic Section 214 authorizations.

Although the proposed transaction will result in a change in the control of NLDSI, no assignment of authorizations, assets, or customers will occur as a consequence of the proposed transaction. NLDSI will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to the customers of NLDSI.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for presumptive streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic interstate authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) NLDSI and its affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market;<sup>1</sup> (2) NLDSI and its Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions), and; (3) neither NLDSI nor any of its Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(c)(1)(ii) of the Commission's rules. Neither NLDSI nor Hylen is affiliated with any foreign carriers.

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<sup>1</sup> 47 U.S.C. § 153(1); 47 C.F.R. § 63.03(b)(3).

## **II. DESCRIPTION OF THE APPLICANTS**

Nationwide Long Distance Service, Inc. is a corporation organized under the laws of the State of Nevada. Its principal offices are located at 2000 Town Center, Suite 1900, Southfield, Michigan 48075.

In addition, NLDSI is currently authorized, pursuant to certification, tariff, registration, notification or on an unregulated basis, to provide interexchange service in Arizona, Arkansas, California, Colorado, District of Columbia, Florida, Georgia, Iowa, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nevada, New Hampshire, North Carolina, North Dakota, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Dakota, Texas, Utah, Virginia, Vermont, Washington, Wisconsin, West Virginia and Wyoming. NLDSI provides resold long distance services to business and residential customers.

Scott Heatn, a United States citizen, is the current 100% individual owner of NLDSI, and Andrea Hylen, a United States citizen, will be the 100% individual owner of NLSDI following the consummation of the proposed transaction.

**III. DESCRIPTION OF THE PROPOSED TRANSACTION (Answer to Question 13)**

Scott Heath and Andrea Hylen have entered into a Stock Purchase Agreement under which Hylen will acquire from Heath all of the issued and outstanding shares of Nationwide Long Distance Service, Inc. The consideration to be paid is all cash. Upon consummation of the proposed transaction, Hylen will own 100% interest in Nationwide Long Distance Service, Inc.

For the Commission's convenience, pre- and post-closing organization illustrative charts are provided as Exhibit B.

**IV. PUBLIC INTEREST CONSIDERATIONS**

The proposed transaction is in the public interest because she will enhance NLDSI's ability to compete in the market for telecommunications services. The transaction will have no adverse effect upon customers. Ms. Hylen will give NLDSI access to resources which will enable her to introduce new products and services and to respond to the competitive environment.

The proposed transfer of control involves no disruption, impairment, or other changes in the entity providing service to customers, the facilities used to provide such services, or the rates, terms and conditions of such service. All existing tariffs will remain in place. In addition, the contact points for customers and Commission inquiries will remain the same after the transfer of control.

All existing customer service numbers/operations, contracts and procedures of NLDSI will remain in place after the proposed transaction, including procedures relating to billing and repair complaints. Further, the transaction will not result in either a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment.

Further, as stated above, the transaction will be conducted in a manner that will not affect the ongoing service of existing customers. Following consummation of the transaction, NLDSI will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

The transaction poses no risk of anticompetitive impact in the U.S. international telecommunications marketplace. NLDSI will hold only a miniscule share of the international telecommunications market and thus would have no ability to adversely affect competition. As the FCC has explained, such a risk occurs when a U.S. carrier is affiliated with a foreign carrier that has sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market, but as no foreign carrier affiliations will result from this transaction, consumers will not be harmed.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e) of the Commission's Rules, in support of this Application Applicants submit the following information from Section 63.18(a)-(d)(h) for the Transferor and the Transferee, and from Section 63.18(i)-(p) for the Transferee:

**Section 63.18 (Transferor and Transferee) -**

**(a) Name, address and telephone number of Transferor and Transferee:**

Transferor: Nationwide Long Distance Service, Inc.  
2000 Town Center, Suite 1900  
Southfield, Michigan 48075  
Tel: (800) 853-2179  
Fax: (800) 570-6285  
FRN: 0014872105

Transferee: Andrea Hylan  
Nationwide Long Distance Service, Inc.  
2000 Town Center, Suite 1900  
Southfield, Michigan 48075  
Tel: (800) 853-2179  
Fax: (800) 570-6285  
FRN: 0019546597

**(b) Place of Formation:**

Transferor: Nationwide Long Distance Service, Inc. is a corporation organized under the laws of Nevada.



- (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

Lance J.M. Steinhart  
Lance J Steinhart, P.C.  
1720 Windward Concourse, Suite 115  
Alpharetta, Georgia 30005  
Tel: (770) 232-9200  
Fax: (770) 232-9208  
E-Mail: lsteinhart@telecomcounsel.com

- (d) Transferor: Nationwide Long Distance Service, Inc. provides domestic telecommunications services pursuant to the blanket Section 214 authority granted in Section 63.01 of the Commission's Rules, and holds Section 214 authority to provide international resale telecommunications services pursuant to FCC File No. ITC-214-20060404-00186.

Transferee: Andrea Hylen has not received authority from the FCC under Section 214 of the Act.

(h) (Answer to Questions 11 & 12)

**Information concerning the ten percent (10%) or greater shareholders of Transferor:**

The transferee and transferor are “direct” shareholders. There are, and will be no other direct or indirect shareholders in NLDSI.

The ownership of Nationwide Long Distance Service, Inc. is as follows:

Scott Heath 100% shareholder  
United States Citizen  
Principal Business: Telecommunications  
Business Address:  
2000 Town Center, Suite 1900  
Southfield, Michigan 48075

Nationwide Long Distance Service, Inc. does not have any interlocking directorates with a foreign telecommunications carrier.

**Information concerning the ten percent (10%) or greater shareholders of Transferor following transaction:**

Andrea Hylen 100% shareholder  
United States Citizen  
Principal Business: Telecommunications  
Business Address:  
2000 Town Center, Suite 1900  
Southfield, Michigan 48075

### Interlocking Directorates:

Andrea Hylen does not have any interlocking directorates with a foreign telecommunications carrier.

**Section 63.18 (Transferee) --**

**(i) (Answer to Question 14) Foreign Carrier Affiliations:**

Pursuant to Section 63.18(i) of the Commission's Rules, Andrea Hylen certifies that she is not affiliated with any foreign carriers:

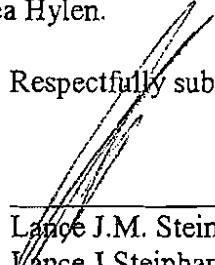
**(Answer to Question 15)**

- (j) No response necessary, as Hylen has certified pursuant to Section 63.18(i) that she is not affiliated with any foreign carrier.
- (k) No response necessary, as Hylen has certified pursuant to Section 63.18(i) that she is not affiliated with any foreign carrier.
- (l) Not applicable, as Ms. Hylen has certified pursuant to Section 63.18(i) that she is not affiliated with any foreign carrier.
- (m) No response necessary, as Hylen has certified pursuant to Section 63.18(i) that she is not affiliated with any foreign carrier.
- (n) Applicants certify that neither have agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly from any foreign carrier, as defined in Section 63.09(d) of the Commission's Rules, with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and that they will not enter into such agreements in the future.
- (o) Applicants certify that neither are subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This Application qualifies for streamlined processing pursuant to Section 63.12(c)(1)(ii) of the Commission's Rules, as set forth in Section I.(B) above.

**VII. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application for consent to the transfer of control of Nationwide Long Distance Service, Inc., a holder of domestic and international section 214 authority, to Andrea Hylen.

Respectfully submitted,



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Lance J Steinhart, P.C.  
1720 Windward Concourse, Suite 115  
Alpharetta, Georgia 30005  
(770) 232-9200 (Tel)  
(770) 232-9208 (Fax)  
[lsteinhart@telecomcounsel.com](mailto:lsteinhart@telecomcounsel.com) (E-Mail)

Counsel to  
Nationwide Long Distance Service, Inc.

## **EXHIBIT A**

### **DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION**

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, Applicants request authority to transfer control of Nationwide Long Distance Service, Inc. a holder of domestic Section 214 authority. Applicants are filing a combined Application for this transfer of control pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b). Applicants provide the following information in support of their request.

#### **63.04(b)(6): Description of the Transaction**

Section III of the Application contains a full description of the proposed transaction.

#### **63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

Nationwide Long Distance Service, Inc. provides domestic resold intrastate and interstate telecommunications services on a retail basis in the following states: Arizona, Arkansas, California, Colorado, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming.

#### **63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because as a result of the proposed transaction, Nationwide Long Distance Service, Inc. will have market share in the interstate, interexchange market of substantially less than 10 percent and will provide competitive telephone exchange services exclusively in geographic areas serviced by a dominant local exchange carrier that is not a party to the proposed transaction, and none of the Applicants will be dominant with respect to any domestic service.

#### **63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

This Application is the only Application currently pending before the Commission in connection with the proposed transaction.

**63.04(b)(10): Special Consideration**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

Section IV of the Application contains the required public interest statement.

**EXHIBIT B**

**PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS**

**Pre Closing**

**Scott Heath**

**100%**

**Nationwide Long Distance Service, Inc.**

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**Post Closing**

**Andrea Hylan**

**100%**

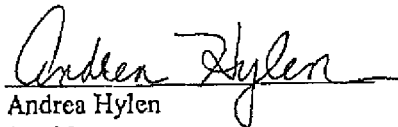
**Nationwide Long Distance Service, Inc.**



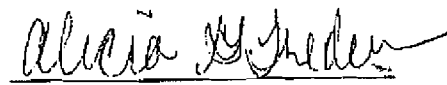

## **CERTIFICATIONS**

## CERTIFICATION

I, Andrea Hylen, hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of the Transferee in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that the Transferee is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

  
Andrea Hylen  
President

The foregoing instrument was acknowledge before me this 22 day July, 2009

  
Notary Public  
  
ALICIA G. TREDOR  
Notary Public, State of Michigan  
County of Wayne  
My Commission Expires Apr. 06, 2013  
Residing in the County of \_\_\_\_\_

## CERTIFICATION

I, Scott Heath, President of Nationwide Long Distance Service, Inc. ("NLDSI"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of NLDSI, the Transferor in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferor is true and accurate to the best of my knowledge, and that the Transferor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

Scott Heath  
Scott Heath  
President

The foregoing instrument was acknowledge before me this 22<sup>nd</sup> day July 2009

Alicia G. Knecht  
Notary Public



Alicia G. Knecht  
Notary Public, State of Michigan  
County of Wayne  
My Commission Expires Apr. 06, 2013  
Acting in the County of \_\_\_\_\_